

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:

W.R. GRACE & CO., et al.

Debtors.

Chapter 11

Case No. 01-01139 (JKF)

(Jointly Administered)

**ORDER GRANTING FOURTH QUARTERLY INTERIM APPLICATION OF
ORRICK, HERRING & SUTCLIFFE LLP AS BANKRUPTCY COUNSEL TO
DAVID T. AUSTERN, FUTURE CLAIMANTS' REPRESENTATIVE FOR
COMPENSATION AND FOR REIMBURSEMENT OF EXPENSES FOR THE
PERIOD OCTOBER 1, 2006 THROUGH DECEMBER 31, 2006**

Orrick, Herrington & Sutcliffe LLP ("Orrick"), as bankruptcy counsel to David T. Austern, the Future Claimants' Representative (the "FCR"), filed its Fourth Quarterly Interim Application for allowance of compensation and reimbursement of expenses for the time period October 1, 2006 through December 31, 2006 (the "Fourth Quarterly Application"). The Court has reviewed the Fourth Quarterly Application and finds that: (a) the Court has jurisdiction over this matter pursuant to 28 U.S.C. Sections 157 and 1334; and (b) notice of the Fourth Quarterly Application, and any hearing on the Fourth Quarterly Application, was adequate under the circumstances; and (c) all persons with standing have been afforded the opportunity to be heard on the Fourth Quarterly Application. Accordingly, it is hereby

ORDERED that the Fourth Quarterly Application of Orrick is GRANTED on an interim basis. The Debtors shall pay to Orrick the sum of \$841,070.00 as compensation and \$98,378.95 as reimbursement for expenses, for a total of \$939,448.95 for services rendered and disbursements incurred by Orrick for the period October 1, 2006 through December 31, 2006,

less any amounts which may have been previously paid in connection with Orrick's monthly fee applications for this period.

Dated: _____, 2007

United States Bankruptcy Judge